

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

In the matter of the application of

THE BANK OF NEW YORK MELLON  
(as Trustee under various Pooling and Servicing  
Agreements and Indenture Trustee under various  
Indentures), et al.,

Petitioners,

-against-

WALNUT PLACE LLC, et al.,

Respondents,

for an order, pursuant to CPLR § 7701, seeking  
judicial instruction and approval of a proposed  
settlement.

Case No. 11 CV 5988-WHP

Hon. William H. Pauley

ECF Case

2011 OCT 31 PM 4:46  
S.D. CF NY.**MOTION TO ADMIT COUNSEL *PRO HAC VICE***

Pursuant to Rule 1.3(c) of the Local Rules of the United States District Court for the Southern District of New York, I, Heather Yue-Ling Fong, a member in good standing of the Bar of this Court, hereby move for Orders allowing the admissions *pro hac vice* of Thomas B. Hatch and Bruce D. Manning as counsel for the Federal Home Loan Bank of Pittsburgh, Intervenor in the above captioned action.

Applicant's Name: Thomas B. Hatch  
 Firm Name: Robins, Kaplan, Miller & Ciresi L.L.P.  
 Address: 800 LaSalle Avenue, Suite 2800  
 City/State/Zip: Minneapolis, Minnesota 55402  
 Phone Number: (612) 349-8206  
 Facsimile Number: (612) 339-4181  
 Email: tbhatch@rkmc.com

2011 OCT 31 PM 4:46  
S.D. CF NY.

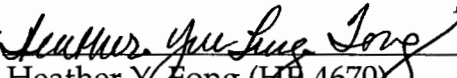
and

Applicant's Name: Bruce D. Manning  
Firm Name: Robins, Kaplan, Miller & Ciresi L.L.P.  
Address: 800 LaSalle Avenue, Suite 2800  
City/State/Zip: Minneapolis, Minnesota 55402  
Phone Number: (612) 349-8466  
Facsimile Number: (612) 339-4181  
Email: bdmanning@rkmc.com

Thomas B. Hatch and Bruce D. Manning are members in good standing of the Bar of the State of Minnesota. There are no pending disciplinary proceedings against either Thomas B. Hatch or Bruce D. Manning in any State or Federal Court.

Dated: October 28, 2011

Respectfully submitted,

By:   
Heather Y. Fong (ID-4670)

**ROBINS, KAPLAN, MILLER & CIRESI L.L.P.**  
601 Lexington Avenue  
34th Floor  
New York, NY 10022-1240  
Tel: 212-980-7400

800 LaSalle Avenue  
2800 LaSalle Plaza  
Minneapolis, MN 55402-2015  
Tel: 612-349-8500

*Attorneys for Intervenor Federal Home Loan Bank of  
Pittsburgh*

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

In the matter of the application of

THE BANK OF NEW YORK MELLON  
(as Trustee under various Pooling and Servicing  
Agreements and Indenture Trustee under various  
Indentures), et al.,

Petitioners,

-against-

WALNUT PLACE LLC, et al.,

Respondents,

for an order, pursuant to CPLR § 7701, seeking  
judicial instruction and approval of a proposed  
settlement.

Case No. 11 CV 5988-WHP

Hon. William H. Pauley

ECF Case

**DECLARATION OF HEATHER Y. FONG IN SUPPORT OF  
MOTION TO ADMIT COUNSEL *PRO HAC VICE***

Heather Yue-Ling Fong declares and states pursuant to 28 U.S.C. § 1746 as  
follows:

1. I am a duly licensed attorney admitted to practice in the State of New  
York and the United States District Court for the Southern District of New York. I am a  
member in good standing of the Bar of the State of New York and I am in good standing  
with this Court.

2. I am a member of the Business Litigation Group of the firm of Robins,  
Kaplan, Miller & Ciresi L.L.P., attorneys for Intervenor Federal Home Loan Bank of

Pittsburgh ("Pittsburgh FHLB") in the above captioned action. I am familiar with the proceedings in this case.

3. I make this statement based on my knowledge of the facts set forth herein and in support of the Motion to admit Thomas B. Hatch and Bruce D. Manning as counsel *pro hac vice* to represent Respondent Pittsburgh FHLB in this matter.

4. Thomas B. Hatch and Bruce D. Manning are partners of the law firm Robins, Kaplan, Miller & Ciresi L.L.P.

5. I have known and worked with Mr. Hatch and Mr. Manning since I joined Robins, Kaplan, Miller & Ciresi L.L.P. in March 2010 and I am familiar with their practices.

6. Mr. Hatch and Mr. Manning are skilled attorneys and persons of integrity. They are experienced in Federal practice and are familiar with the Federal Rules of Civil Procedure.

7. As evidenced by the Certificate of Good Standing annexed to Mr. Hatch's Affidavit (attached hereto as Exhibit A), Mr. Hatch has been an active member in good standing of the Bar of the State of Minnesota since October 31, 1983.

8. As evidenced by the Certificate of Good Standing annexed to Mr. Manning's Affidavit (attached hereto as Exhibit B), Mr. Manning has been an active member in good standing of the Bar of the State of Minnesota since October 26, 2001.

9. Accordingly, I am pleased to move for the admissions of Thomas B. Hatch and Bruce D. Manning, *pro hac vice*.

10. I respectfully submit a proposed order granting the admission of Thomas B. Hatch, *pro hac vice*, which is attached as Exhibit C, and a proposed order granting the admission of Bruce D. Manning, *pro hac vice*, as Exhibit D.

WHEREFORE, it is respectfully requested that the motion to admit Thomas B. Hatch and Bruce D. Manning, *pro hac vice*, to represent Intervenor Pittsburgh FHLB in the above captioned matter, be granted.

Dated: October 28, 2011

Respectfully submitted,

By:   
Heather Y. Fong (HF-4670)

**ROBINS, KAPLAN, MILLER & CIRESI L.L.P.**  
601 Lexington Avenue  
34th Floor  
New York, NY 10022-1240  
Tel: 212-980-7400

800 LaSalle Avenue  
2800 LaSalle Plaza  
Minneapolis, MN 55402-2015  
Tel: 612-349-8500

*Attorneys for Intervenor Federal Home Loan Bank of  
Pittsburgh*

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

In the matter of the application of

THE BANK OF NEW YORK MELLON  
(as Trustee under various Pooling and Servicing  
Agreements and Indenture Trustee under various  
Indentures), et al.,

Petitioners,

-against-

WALNUT PLACE LLC, et al.,

Respondents,

for an order, pursuant to CPLR § 7701, seeking  
judicial instruction and approval of a proposed  
settlement.

Case No. 11 CV 5988-WHP

Hon. William H. Pauley

ECF Case

**DECLARATION OF THOMAS B. HATCH**

Thomas B. Hatch declares and states pursuant to 28 U.S.C. § 1746 as follows:

1. I am an attorney from the law office Robins, Kaplan, Miller & Ciresi L.L.P.
2. I submit this Declaration in support of my admission *pro hac vice* to appear as counsel for Intervenor Federal Home Loan Bank of Pittsburgh.
3. As evidenced by the Certificate of Good Standing annexed hereto, I am a member in good standing of the Bar of the State of Minnesota.
4. There are no pending disciplinary proceedings against me in any State or Federal court.

WHEREFORE, I respectfully request that I be permitted to appear as counsel *pro hac vice* in this matter.

Dated: October 28, 2011

Respectfully submitted,

By: Thomas B. Hatch  
Thomas B. Hatch

**ROBINS, KAPLAN, MILLER & CIRESI L.L.P.**

601 Lexington Avenue

34th Floor

New York, NY 10022-1240

Tel: 212-980-7400

800 LaSalle Avenue

2800 LaSalle Plaza

Minneapolis, MN 55402-2015

Tel: 612-349-8500

*Attorneys for Intervenor Federal Home Loan Bank of  
Pittsburgh*

# STATE OF MINNESOTA IN SUPREME COURT

## *Certificate of Good Standing*

This is to certify that the following lawyer is in good standing.

THOMAS B HATCH

was duly admitted to practice as a lawyer and counselor at law in all the courts of this state on

October 21, 1983

Given under my hand and seal of this court on

October 25, 2011



---

Bridget C. Gernander

Clerk of Appellate Courts



UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

In the matter of the application of

THE BANK OF NEW YORK MELLON  
(as Trustee under various Pooling and Servicing  
Agreements and Indenture Trustee under various  
Indentures), et al.,

Petitioners,

-against-

WALNUT PLACE LLC, et al.,

Respondents,

for an order, pursuant to CPLR § 7701, seeking  
judicial instruction and approval of a proposed  
settlement.

Case No. 11 CV 5988-WHP

Hon. William H. Pauley

ECF Case

**DECLARATION OF BRUCE D. MANNING**

Bruce D. Manning declares and states pursuant to 28 U.S.C. § 1746 as follows:

1. I am an attorney from the law office Robins, Kaplan, Miller & Ciresi L.L.P.
2. I submit this Declaration in support of my admission *pro hac vice* to appear as counsel for Intervenor Federal Home Loan Bank of Pittsburgh.
3. As evidenced by the Certificate of Good Standing annexed hereto, I am a member in good standing of the Bar of the State of Minnesota.
4. There are no pending disciplinary proceedings against me in any State or Federal court.

WHEREFORE, I respectfully request that I be permitted to appear as counsel *pro hac vice* in this matter.

Dated: October 28, 2011

Respectfully submitted,

By: Bruce D. Manning  
Bruce D. Manning

**ROBINS, KAPLAN, MILLER & CIRESI L.L.P.**  
601 Lexington Avenue  
34th Floor  
New York, NY 10022-1240  
Tel: 212-980-7400

800 LaSalle Avenue  
2800 LaSalle Plaza  
Minneapolis, MN 55402-2015  
Tel: 612-349-8500

*Attorneys for Intervenor Federal Home Loan Bank of  
Pittsburgh*

**STATE OF MINNESOTA  
IN SUPREME COURT**

*Certificate of Good Standing*

This is to certify that the following lawyer is in good standing.

BRUCE DAVID MANNING

was duly admitted to practice as a lawyer and counselor at law in all the courts of this state on

October 26, 2001

Given under my hand and seal of this court on

October 21, 2011



*Bridget C. Gernander*

---

Bridget C. Gernander

Clerk of Appellate Courts

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

In the matter of the application of

THE BANK OF NEW YORK MELLON  
(as Trustee under various Pooling and Servicing  
Agreements and Indenture Trustee under various  
Indentures), et al.,

Petitioners,

-against-

WALNUT PLACE LLC, et al.,

Respondents,

for an order, pursuant to CPLR § 7701, seeking  
judicial instruction and approval of a proposed  
settlement.

Case No. 11 CV 5988-WHP

Hon. William H. Pauley

ECF Case

**[PROPOSED] ORDER FOR ADMISSION *PRO HAC VICE* ON WRITTEN MOTION**

Upon the motion of Heather Y. Fong, counsel for Intervenor Federal Home Loan Bank of Pittsburgh in the above captioned case, and said sponsor attorney's declaration in support; IT IS HEREBY ORDERED THAT

Thomas B. Hatch  
Robins, Kaplan, Miller & Ciresi L.L.P.  
800 LaSalle Avenue, Suite 2800  
Minneapolis, Minnesota 55402  
Phone: (612) 349-8500  
Fax: (612) 339-4181  
Email: tbhatch@rkmc.com

is admitted to practice *pro hac vice* as counsel for Respondent Federal Home Loan Bank of Pittsburgh in the above captioned case in the United States District Court for the

Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at [nysd.uscourts.gov](http://nysd.uscourts.gov). Counsel shall forward the *pro hac vice* fee to the Clerk of Court.

So Ordered: New York, New York  
October \_\_, 2011

---

United States District Judge

82566405.1

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

In the matter of the application of

THE BANK OF NEW YORK MELLON  
(as Trustee under various Pooling and Servicing  
Agreements and Indenture Trustee under various  
Indentures), et al.,

Petitioners,

-against-

WALNUT PLACE LLC, et al.,

Respondents,

for an order, pursuant to CPLR § 7701, seeking  
judicial instruction and approval of a proposed  
settlement.

Case No. 11 CV 5988-WHP

Hon. William H. Pauley

ECF Case

**[PROPOSED] ORDER FOR ADMISSION *PRO HAC VICE* ON WRITTEN MOTION**

Upon the motion of Heather Y. Fong, counsel for Intervenor Federal Home Loan Bank of Pittsburgh in the above captioned case, and said sponsor attorney's declaration in support; IT IS HEREBY ORDERED THAT

Bruce D. Manning  
Robins, Kaplan, Miller & Ciresi L.L.P.  
800 LaSalle Avenue, Suite 2800  
Minneapolis, Minnesota 55402  
Phone: (612) 349-8500  
Fax: (612) 339-4181  
Email: bdmanning@rkmc.com

is admitted to practice *pro hac vice* as counsel for Intervenor Federal Home Loan Bank of Pittsburgh in the above captioned case in the United States District Court for the

Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at [nysd.uscourts.gov](http://nysd.uscourts.gov). Counsel shall forward the *pro hac vice* fee to the Clerk of Court.

So Ordered: New York, New York  
October \_\_, 2011

---

United States District Judge

82566519.1

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

In the matter of the application of

THE BANK OF NEW YORK MELLON  
(as Trustee under various Pooling and Servicing  
Agreements and Indenture Trustee under various  
Indentures), et al.,

Petitioners,

-against-

WALNUT PLACE LLC, et al.,

Respondents,

for an order, pursuant to CPLR § 7701, seeking  
judicial instruction and approval of a proposed  
settlement.

Case No. 11 CV 5988-WHP

Hon. William H. Pauley

ECF Case

**CERTIFICATE OF SERVICE**

I hereby certify that on October 28, 2011, I caused the following documents:

1. Motion to Admit Counsel *Pro Hac Vice*;
2. Declaration of Heather Y. Fong in Support of Motion to Admit Counsel *Pro Hac Vice*;
3. Certificates of Good Standing for Thomas B. Hatch and Bruce D. Manning;
4. [Proposed] Order for Admission *Pro Hac Vice* on Written Motion (for Thomas B. Hatch);
5. [Proposed] Order for Admission *Pro Hac Vice* on Written Motion (for Bruce D. Manning); and
6. Certificate of Service

to be filed with the Clerk of Court by U.S. Mail, and served by email on the following:



- **Sheila Canavan**  
canavansheila@citlink.net
- **Owen L. Cyrulnik**  
ocyulnik@graisellsworth.com,lwilson@graisellsworth.com,aatlas@graisellsworth.com,sviafore@graisellsworth.com
- **Mauricio Alejandro Espana**  
mauricio.espana@dechert.com,nycmanagingclerks@dechert.com
- **Steven Sanford Fitzgerald**  
sfitzgerald@wmd-law.com
- **Keith Martin Fleischman**  
kfleischman@fleischmanlawfirm.com,hta@fleischmanlawfirm.com,canavansheila@citlink.net,jpark@fleischmanlawfirm.com
- **Hector Gonzalez**  
hector.gonzalez@dechert.com,nycmanagingclerks@dechert.com
- **Gary A. Gotto**  
ggotto@krplc.com
- **David J. Grais**  
dgrais@graisellsworth.com,ocyulnik@graisellsworth.com
- **Rachel Allison Gupta**  
rgupta@ambac.com
- **Christopher James Houpt**  
choupt@mayerbrown.com,jmarsala@mayerbrown.com
- **Scott A. Humphries**  
shumphries@gibbsbruns.com
- **Matthew D. Ingber**  
mingber@mayerbrown.com,jmarsala@mayerbrown.com
- **Beth Ann Kaswan**  
bkaswan@scott-scott.com,efile@scott-scott.com,aslaughter@scott-scott.com
- **Derek W. Loeser**  
dloeser@kellerrohrback.com,chopkins@kellerrohrback.com,kpeterson@kellerrohrback.com

- **Robert J. Madden**  
rmadden@gibbsbruns.com
- **John G. Moon**  
jmoon@mw-law.com
- **Kathy Dawn Patrick**  
kpatrick@gibbsbruns.com
- **David Steven Preminger**  
dpreminger@kellerrohrback.com, esiegel@kellerrohrback.com, dwilcher@kellerrohrback.com
- **Daniel M. Reilly**  
dreilly@rplaw.com
- **Michael Andrew Rollin**  
mrollin@rplaw.com, aromanelli@rplaw.com, cpurdy@rplaw.com
- **Max Raphael Schwartz**  
mschwartz@scott-scott.com, efile@scott-scott.com
- **Justin M. Sher**  
justin.sher@sherllp.com
- **Syncora Guarantee Inc.**  
james.lundy@scafg.com
- **Peter Nicholas Tsapatsaris**  
petertsapatsaris@quinnemanuel.com, peter@pntlaw.com
- **Kenneth E. Warner**  
KWarner@WarnerPartnersLaw.com
- **Amy C. Williams-Derry**  
awilliams-derry@kellerrohrback.com, bspangler@kellerrohrback.com, jdillman@kellerrohrback.com
- **Scott Alan Ziluck**  
sziluck@halperinlaw.net

Dated: October 28, 2011

Respectfully submitted,

By: Heather Y. Gong  
Heather Y. Gong (HF-4670)

**ROBINS, KAPLAN, MILLER & CIRESI L.L.P.**  
601 Lexington Avenue  
34th Floor  
New York, NY 10022-1240  
Tel: 212-980-7400

800 LaSalle Avenue  
2800 LaSalle Plaza  
Minneapolis, MN 55402-2015  
Tel: 612-349-8500

*Attorneys for Intervenor Federal Home Loan Bank of  
Pittsburgh*

82578963.1